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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: JANIS ELDRIDGE  
PHONE: (904)630-5384  
(904)353-1673

FAX #:

NAME: TEAM ENERGY OF NORTH AMERICA, INC.

AUDIT NUMBER.....H98000001812

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION  
OF  
TEAM ENERGY OF NORTH AMERICA, INC.

ARTICLE I - NAME

The name of this Corporation is Team Energy of North America, Inc.

ARTICLE II - ADDRESS

The principal office address and the mailing address of this Corporation is 269 Odoms Mill Boulevard, Ponte Vedra Beach, Florida 32082.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 269 Odoms Mill Boulevard, Ponte Vedra Beach, Florida 32082 and the name of its initial registered agent at such address is Steven F. Sipkovsky.

Prepared By:  
Michael B. Kirwan, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
(904)630-5306  
Bar No. 765244

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TALLAHASSEE FLORIDA

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3) and the name and address of each person who is to serve as a member thereof is:

Steven F. Sipkovsky  
269 Odoms Mill Boulevard  
Ponte Vedra Beach, Florida 32082

Scott A. Green  
153 Bear Pen  
Ponte Vedra Beach, Florida 32082

Christopher A. Scerra  
2180 George Wythe Road  
Orange Park, Florida 32073

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Michael B. Kirwan,  
50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 22<sup>nd</sup> day of January 1998.

  
\_\_\_\_\_  
Michael B. Kirwan  
Incorporator

Prepared By:  
Michael B. Kirwan, Esq.  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
(904) 630-5306  
Bar No. 765244

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

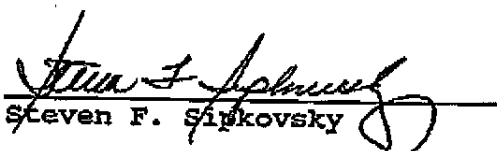
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Team Energy of North America, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ponte Vedra Beach, State of Florida, has named Steven F. Sipkovsky, located 269 Odoms Mill Boulevard, City of Ponte Vedra Beach, State of Florida, as its agent to accept service of process within Florida.

  
Michael B. Kirwan  
Incorporator

January 23, 1998  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Steven F. Sipkovsky, hereby agrees to act in this capacity, and Steven F. Sipkovsky further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
Steven F. Sipkovsky  
1-24-98  
Date

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TALLAHASSEE FLORIDA

JK115358.1

Prepared By:

Michael B. Kirwan, Esq.

LeBoeuf, Lamb, Greene &amp; MacRae, L.L.P. 3

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TOTAL P.04